

**Oxford Health NHS Foundation Trust**

**Council of Governors**

Minutes of the Meeting on 08 June 2016 at

18:00 at The Spread Eagle Hotel, Thame, Oxfordshire

In addition to the Trust Chair, and Non-Executive Director, Martin Howell, the following Governors were present:

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| Chris Roberts (Lead Governor) | Karen Holmes |
| Catriona Canning | Hafiz Khan |
| Judy Young | Sula Wiltshire |
| Mark Tattersall | John Bidston |
| Neil Oastler | Adeel Arif |
| Chris Mace | Judith Heathcoat |
| David Mant | Soo Yeo |
| Alan Jones | Martha Kingswood |
| Caroline Birch | Maureen Ghirelli |
| Gillian Randall | Louise Willden |
| Davina Logan | Geoffrey Forster |
| Mike Appleyard | Reinhard Kowalski |
| Andy Harman |  |

In attendance:

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| Stuart Bell | Chief Executive |
| Mark Hancock | Medical Director |
| Mike McEnaney | Director of Finance |
| Dominic Hardisty | Chief Operating Officer |
| Kerry Rogers | Director of Corporate Affairs & Company Secretary |
| Ros Alstead | Director of Nursing and Clinical Standards |
| Alyson Coates | Non-Executive Director |
| Anne Grocock | Non-Executive Director |
| John Allison | Non-Executive Director |
| Lyn Williams | Non-Executive Director |
| Mike Bellamy | Non-Executive Director |
| Jonathan Asbridge | Non-Executive Director |
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| **COG 20/16**a | **Introduction and Welcome**The Chair brought the meeting to order and welcomed all those present. All new Governors were asked to identify themselves, and each was welcomed. |  |
| **COG 21/16**abcd | **Apologies for Absence**Apologies were received from: June Girvin, Martin Dominguez, Maddy Radburn, and Judi Randall.Absent without formal apology were: Gillian Evans, Mark Aspinall, Taufiqul Islam, Gary Gibson, Samantha Mandrup, Julia Grinsted, and Dave Pugh.Apologies had been received from the following members of the Board of Directors: Sue Dopson.The meeting was confirmed to be quorate. |  |
| **COG 22/16**a | **Patient Experience Presentation: Family Nurse Partnership**Jane Kershaw attended to present a patient story on the Family Nurse Partnership. Due to technical problems with the video audio it was agreed she would share the link with the Council of Governors by email.  | **JK/TT** |
| **COG****23/16**abcde | **Minutes of the Last Meeting and Matters Arising (CG 12/16)**The Minutes of the meeting were approved as a true and accurate record of the meeting. **COG 15/16 (i)** **Delayed Transfers of Care (DToC) Pilot**Mike Appleyard noted that the previous minutes state he ‘*questioned how many patients annually were involved in delayed transfer, and what the cost to the Trust was*’, however the minutes did not state whether he would get an answer from the committee. The Chief Operating Officer said that he would be able to pass on this information. **Matters Arising****COG 13/16 (g) Workforce Performance Report**Reinhard Kowalski said that with stress and anxiety levels increasing it would be good to start a trial of mindfulness. Sula Wiltshire added that the OUH midwives had a successful trial of mindfulness. **COG 15/16 (l) Delayed Transfers of Care (DToC) Pilot**Judith Heathcoat explained that DToC had an impact on Oxfordshire County Council. The Chief Executive suggested that DToC should be discussed at a future Council of Governors with all parties involved invited to speak and present. **COG 19/16 (b) AoB: Reimbursement of Overnight Accommodation**The Director of Finance said that £55 was the standard maximum expense amount which applied to all Trust staff. Geoffrey Foster expressed his view that this was inadequate as governors should not have to stay in accommodation of a lesser standard than their own homes. | **DH****TT agenda** |
| **COG 24/16**ab | **Declarations of Interest**The Council of Governors confirmed that interests listed in the current Register of Governors’ Interests remained correct.The Trust Chair asked that any changes in the declaration of interests be forwarded in writing to the Director of Corporate Affairs & Company Secretary. |  |
| **COG 25/16**abcdefghijk | **Update Report on Key Issues from Chief Executive** The Chief Executive presented his quarterly report (CG 13/16) which had previously been circulated with the agenda. He highlighted the following:**CQC Re-inspection**The Chief Executive informed the Council of Governors that the CQC would be returning to the Trust on the week of 13 June 2016 to re-inspect the three services within mental health previously rated as ‘requires improvement’. The areas are: Adult Mental Health Inpatients, Adult Rehabilitation in Bucks and the AMHTs. Luther Street had already been re-inspected and rated ‘outstanding’. The Trust now had services rated with 2 achieving ‘outstanding’, 9 ‘good’ and 4 ‘requires improvement’. The CQC would only be re-inspecting 3 of the 4 areas requiring improvement as they do not have capacity to visit the Community Hospitals. **Financial Position**The Chief Executive said that the Trust finished FY16 with a deficit of £1.9m which was better than the plan of £5.4m deficit. He reported that a significant part of this improvement was attributed to the sale of the Manor and Tindal sites. FY17 plan was a deficit of £2.4m. The Chief Executive reported that in the previous week the Trust had received an extra £1.8m cash from NHS England and the deficit plan had been revised consequentially to a £0.6m deficit to reflect this. **Car Parking**The Chief Executive recognised that parking was currently very difficult on some sites and that because it was free and invariably unregulated, people were using it inappropriately. He explained that following extensive consultation the Trust was implementing pay and display parking for visitors and parking permits for staff. A car parking management company would police the site, but overall responsibility and decision making remained with the Trust. He said that it was not clear what impact the new system would have on the parking difficulties, however, the situation was expected to improve. The Trust would be implementing the permits initially on a trial basis, at no cost to staff, so that the situation could be monitored before charging for permits in October. Alan Jones expressed concern that the new system would make parking more difficult as staff would not be able to park ‘ad hoc’. He felt that this might cause anxiety for mental health and learning disability patients who could not find parking. Louise Wilden added that patients with physical disabilities would also be adversely affected. The Chief Executive acknowledged that often patients found it difficult to park and would sometimes return home if unable to park. This was one of the reasons changes were being implemented. Louise Wilden shared concerns from staff that individuals with caring responsibilities were not eligible for a permit and the system automatically rejects the application. The Trust Chair confirmed that all concerns could not be resolved at the meeting but that feedback mechanisms would enable all concerns to be considered accordingly.Mark Tattersall said that the parking permits were likely to have an effect on staff retention as it sent a message that the Trust did not care about staff. He felt that the Trust should look at ways to stop people parking on site inappropriately, rather than implementing charges for staff and patients. Catriona Canning was concerned that EDPS staff would need a separate permit for Oxford Health sites as well as their OUH permit. The Trust Chair concluded that the trial needed to go ahead to see what impact it had on parking availability. Progress would be reported at the next Council of Governors, and it was agreed that a separate report would be provided. **Mazars Report**The Chief Executive explained that Mazars had carried out an investigation of unexpected deaths of people with mental health problems and learning disabilities at Southern Health NHS FT. Out of this investigation, recommendations for monitoring expected and unexpected deaths had come. The Trust would be working closely with Mazars to analyse data on deaths and create a system for reviewing these. **Delayed Transfers of Care (DTOC) - Oxfordshire**The Chief Executive explained that, as agreed earlier, there would be a session on DTOC at a future meeting but he would provide a brief update today.He reported that work had started in Oxfordshire towards the end of 2015 to reduce DTOC. The number of delays had substantially reduced, but not as much as expected. This work had shown, however, that transferring funds and control from acute hospitals to community and council services did improve transfers. He said that discussions were underway regarding next steps. The Chief Executive confirmed that Bucks was not included on the report as the Trust did not provide community care in Bucks. He also noted that the number of DTOCs in Bucks was substantially lower than Oxfordshire, although inpatient stays were longer. **Contract Position**The Chief Executive reported that the contracting process for FY17 had been difficult as a consequence of the pressures on the NHS across the country. Agreement had now been reached with Buckinghamshire CCGs and Specialised commissioners. In Oxfordshire there was a significant gap between what the Trust needed to fund delivery of its services and what the commissioners had available. An interim contract had been signed with Oxfordshire CCG for 3 months to enable the CCG, OHFT and OUH to develop an integrated approach, particularly around the urgent care pathway for older people. Questioned by Judith Heathcoat, the Chief Executive added that if there was no agreement between the CCG, OHFT and OUH by the end of June this would affect revenue. He reported that the CCG would have the final say on contracts. **Junior Doctors**The Chief Executive reported that the BMA had agreed to a new contract which would be put to a vote by junior doctors. He added that the impact of the industrial action had been managed well and emergency cover had been provided by consultants. **Southern Health NHS Foundation Trust and Learning Disabilities** The Chief Executive explained that there was much speculation about the future of Southern Health and that Tim Smart has been appointed as Interim Chair.Discussions were underway with OCCG, OCC, NHS England and Southern Health with the intention that the Trust would look to take over Oxfordshire Adult Learning Disability Services subject to assurances regarding capability, safety and funding models. He added that it would take time to ensure that services could be provided safely, that there was clinical and management capacity to manage the transition, and that the financial envelope provided was adequate to sustain quality services.Liz Williams had been appointed as Programme Director to lead this work and would start on 1 July 2016. **Proposed Temporary Closure of Wantage Community Hospital for safety reasons**The Trust was proposing temporary closure of Wantage Community Hospital due to raised legionella counts. Substantial remedial works had been undertaken in 2015, including shutting down the water system for 2 days and removing/replacing exposed pipework. Work had been carried out again in January 2016 and whilst legionella had not returned it was believed to be inevitable that it would do so. The Chief Executive explained that there were 3 options available to the Trust: 1. Proactively close the Hospital in a planned way to avoid a safety incident.
2. Keep the Hospital open until there was a further problem and then do an emergency closure.
3. Begin to close the inpatient ward and transfer patients in a planned way. Leave the outpatient clinics running until the problem recurred.

The Chief Executive reported that there would be a consultation regarding community hospitals in Oxfordshire in the Autumn, and the Trust would like to wait until after this to begin any work on the plumbing. He added that a number of Wantage residents had raised concerns about the proposed temporary closure and deferment of works. The Trust would be seeking further advice before making a final decision.**Electronic Health Record**The Chief Executive explained that in 2015 the Trust had been given a deadline to replace RiO with an alternative electronic health record system. Following an extensive consultation Care Notes was identified as the best system to move to as it had potential to be more flexible than other systems. The Care Notes System was implemented in 3 stages over 2015. The Chief Executive reported that the system was now running, however a number of issues had emerged, particularly relating to the time taken to use the system. There was work on-going to rectify these issues and get the system operating as intended. Chris Mace asked whether the new system would enable ready access to electronic health records held by previous electronic systems. With advice the Chief Executive confirmed this access would be available.The Chief Executive added that the system would enable the Trust to be interoperable with other organisations in the future and allow individual patients to access their own records and add data. This was likely to start from late 2017 / early 2018. Patients would be required to give consent for other organisations (GPs, OUH etc.) to see any records. Chris Roberts reported that non-staff governors were not aware of the plans regarding car parking, or concerns regarding the EHR until they read documents such as the Quality Report, nor were they aware of the proposed temporary closure of Wantage Hospital until they saw this in the news.The Trust Chair acknowledged the timing of engagement of governors in such decisions needed to be improved such that governors were better involved in the early stages of planning, and that steps had already been taken by the Director of Corporate Affairs to ensure improvement in the timing of communications to governors about matters of interest due to be presented in the media. **The Council of Governors noted the update and the intention where relevant to continue to keep the Council apprised of developments.** | **MMc** |
| **COG 26/16**a | **Update Report from Chair.** The Trust Chair had no updates to report given that improvements in engagement and the timeliness of communications had already been covered.  |  |
| **COG 27/16**abcde | **Update on Trust Financial Position / Finance Report** The Director of Finance presented CG 14/15 which had previously been circulated with the agenda. He highlighted: FY16:* Planned deficit of £5.4m was revised mid-FY16 to £1.8m deficit. Final outturn was £1.9m deficit.
* Without accounting adjustments for asset values and proceeds of Manor and Tindal sites, this leaves an underlying deficit of £3.2m.
* Planned CIP of £5.1m was delivered in total but £1m of this is non-recurrent.

The Director of Finance said that he would send FY16 accounts to all governors as soon as they have been laid before Parliament when they can be made public. FY17:* Plan for this year is for an improvement in the underlying deficit to £2.4m.
* The Trust is 13% more efficient than the national average, hence, as well as the ongoing efficiency challenge we have a particular challenge with revenue.
* There has been increased revenue growth allocation to CCGs this year. The Trust is negotiating with the CCGs as part of the contract discussions.
* The target to improve revenue by £2.5m.
* Delivery of £6.5m CIP target - £4m is in the detailed planning stage and £2 in development.
* The £3.3m control total has been amended to £1.5m following £1.8m one-off cash payment from NHSE’s System Transformation Fund.
* NHSI sustainability risk rating for April is 3 with an overall rating of 2 forecast for the FY17.
* April financial results are slightly behind the plan as, prudently not all revenue has been accounted for.

The Director of Finance reported that because the Trust was ‘efficient’ and the revenue per population was noticeably lower than the UK average meant the Trust could not see the financial benefits from the efficiency and went on to present the risks to the financial plan as outlined in the circulated paper. **The Council of Governors noted the financial position of the Trust** | **DoF** |
| **COG****28/16**abcd | **Workforce Performance Report** The Director of Finance explained that staffing was difficult in many areas across the Trust due to high staff turnover and recruitment issues. **Agency**NHSI had introduced a cap on agency spend which had led to many agencies reducing their costs. He reported that the cost of agency across the Trust (including medical staff) was £14m. This was approximately £3m more than it would cost if these were substantive staff. Various initiatives had been brought in to reduce agency spend including a new agency framework, e-rostering and bringing bank staff internally. These initiatives had seen a 2.5% reduction in use of agency, however there was still a lot of work to be done. **Recruitment**The Director of Finance reported that there was a significant number of vacancies across the Trust. He explained that the Trust was attempting to tackle this in the long term by promoting careers within schools and offering work experience and apprenticeship opportunities. In the short term Directorates were working on initiatives to attract and retain staff. Sula Wiltshire congratulated the Trust on the apprenticeship schemes. She asked whether the Trust was looking at combining difficult to recruit posts with research or academia. The Director of Nursing reported that the Trust was creating more clinical academic posts across all grades, including a recently appointed Clinical Research Nurse. **Staff Turnover/Retention** The Director of Finance reported that the Trust leaver rate had increased from 10% to 14%. Chris Roberts noted that staff appraisal rate was only 75% and queried if this is contributing to the difficulty retaining staff. The Director of Finance informed the Council of Governors that reporting systems were not completely reliable but a new online appraisal system would be introduced in July which would capture both the date of appraisal and the content. This should result in an improvement in both the number of appraisals completed and the quality, as well as improving the reliability of information about the completion of appraisals across teams. Reinhard Kowalski felt that appraisal rates are often lower where medical/clinical line management supervision is already in place as they do not feel appraisal is needed because this is happening with the supervision system. Responding to questioning from Judith Heathcoat regarding the quality of exit interviews the Director of Finance stated that there was a process for leavers including exit interviews and an exit questionnaire, however staff often opted out of these. It was also noted that staff may be reluctant to divulge the reason for leaving to their line manager. The Director of Finance added that there would be a Board Seminar in July (subsequently rescheduled for September) on recruitment and retention, and following this he would be able to report in more detail.**The Council of Governors noted the report and current performance** |  |
| **COG****29/16**a | **Performance Report** The Performance Report was treated as read and no questions were posed by the Council.**The Council of Governors noted the report and current performance** |  |
| **COG 30/16**abcd | **Procurement of External Audit Services (CG 17/16)**Alyson Coates explained that the Council of Governors would soon need to consider procurement of external audit services. The current contract with Deloitte had previously been extended to October 2017 but given the requirements of the procurement process and the statutory role of Governors in that process, it was important the Governors approved the plan that would result in the Governors’ appointment of the External Auditor.Chris Mace asked about the timelines in the project schedule - and specifically whether there is margin should a new auditor not be appointed by the target completion date. Alyson understood there was margin in the planned schedule. Kerry Rogers confirmed that a contract of this value must be competed.The Council of Governors was asked to approve the process of procurement as outlined in CG17/16, previously circulated with the agenda and to provide nominations for 2 Council of Governor member representatives to join the panel. Expressions of interest were to go to the Director of Corporate Affairs & Company Secretary. If a number of governors expressed interest it was agreed by the Council the names would go to the next Governors Forum for a vote.  |  |
| **COG 31/16**abcde | **Sustainability and Transformation Plan**The Chief Executive explained that there were several streams of transformation work underway within the area. The Sustainability and Transformation Plan (STP), run by NHS England, consisted of 44 footprints. Work on the Buckinghamshire, Oxfordshire and West Berkshire footprint (‘BOB’) was underway, led by David Smith, Chief Executive of OCCG. The BOB footprint would look at work already underway in each county to identify common themes and build on much of what was already progressing. This work would come from the Oxfordshire Transformation Board, Bucks Health Leaders Group and a similar group in Berkshire (West). The Chief Executive reported that the BOB footprint had its first public stakeholder event with representatives from patient groups, Healthwatch and third sector partners. He provided the Council of Governors with a summary copy of the slides presented at the Stakeholder event on 6 June and highlighted the following: * Healthcare in Oxfordshire is efficient and effective compared to other areas in England.
* Health needs in Oxfordshire are changing with increasing preventable disease, increasing chronic disease and an increasing population age.
* The population in Oxfordshire is growing and changing.
* Oxfordshire is struggling to deliver good access to primary care, social care, A&E and care for long term conditions.
* The majority of people admitted to hospital in Oxfordshire have a short stay. These admissions take up approximately 61 beds, compared to 273 for long term admissions. This highlights the need for NHS and social care to work together to get patients out of hospitals and into community care earlier.
* Vision for Oxfordshire healthcare is ‘the best bed is your own bed’.
* Work is underway to deliver care closer to home.
* If systems continue as they are now there will be a £200m gap.
* Priorities emerging from STP are: prevention, mental health, joined-up care, workforce, primary care and reducing variation.

Alan Mace asked about resources to support the Chief Executive and the overall STP project. The Chief Executive explained the STP project was being led by David Smith with no support, and that there were no resources available within the Trust to support himThe Trust Chair asked for the Sustainability and Transformation Programme to be added as a standing item to the agenda / for inclusion in the Chief Executive update.  | **TT/KR** |
| **COG****32/16**abcdefgh | **Update Report from Council Sub-groups and Governor Forum (CG 18/16):**The paper CG18/16 previously circulated with minutes provided a useful summary of the recent work of the groups since the last meeting. Additional comments followed:**• Nominations & Remuneration**The Trust Chair explained that this meeting has not had reason to meet since 25 August 2015. A meeting will be scheduled in the near future to look at NED remuneration and recruitment in order to succession plan. **• Finance**Nothing to report. **• Quality & Safety** The Director of Nursing informed the Governors that Lynda Lawrence had stood down as Chair as she was no longer a Governor, and she thanked Lynda for her time as Chair, and noted her valuable input into the Quality Account. She said that she would be in touch with existing sub-group members for interest in the role of Chair.The Council of Governors expressed their thanks to Lynda for her work as a governor and it was agreed a letter of thanks would be sent on behalf of the Council. * **Patient Experience**

The Medical Director explained that only one governor attended the last meeting. He asked governors to contact him if they were interested in joining the group. **• Working Together Group**Chris Roberts explained that he had recently met with a group of lead governors to compare how each Trust works with its Governors. Following this he would take a proposal to the next Group meeting in order to focus on a guidebook for Governors. * **Governor Forum**

Chris Roberts explained to new Governors that a Governors’ Forum was held one month before the meeting of the Council of Governors to discuss any issues they would like to raise.The Trust Chair acknowledged that there had been significant improvements since the Working Together Group and the Forum had started.  | **TT/KR** |
| **COG 33/16**a | **Questions from the Public**No members of the public were present during the meeting. |  |
| **COG 34/16**ab | **Any Other Business****Deputy Lead Governor**It was announced that due to the demands of her job, Soo Yeo was standing down as Deputy Lead Governor. The Trust Chair thanked Soo for her input during her time as Deputy Lead Governor. The Director of Corporate Affairs & Trust Secretary confirmed she would email out for expressions of interest in the Deputy Lead Governor role. If there were a number of people interested this would go to a vote. | **KR/TT** |
| a | **There being no further business the Chair declared the meeting closed at 20:30hrs.** |  |